



## NAGA DHUNSERI GROUP LIMITED

CIN No. L01132WB1918PLC003029  
REGISTERED OFFICE : DHUNSERI HOUSE  
4A WOODBURN PARK, KOLKATA - 700 020  
Phone : 2280 1950 (5 Lines) Fax : 91 33 2287 8995

Ref: NDG/7A/2019/

Date: 15.10.2019

**The Secretary**  
**National Stock Exchange of India Ltd.**  
Exchange Plaza, C-1, Block G, 5th Floor  
Bandra Kurla Complex, Bandra (E),  
Mumbai-400051

PAN- AABCN0997R  
Symbol- (NDGL)

Dear Sir / Madam,

**Sub: Compliance Report on Corporate Governance for the Quarter ended 30<sup>th</sup> September, 2019.**

Pursuant to Regulation 27(2) (a) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, please find enclosed the quarterly Corporate Governance Report in the prescribed format for the quarter ended 30<sup>th</sup> September, 2019.

Please acknowledge the receipt.

Thanking You.

Yours faithfully,  
For Naga Dhunseri Group Limited

*Chitra Thakwani*

**Chitra Thakwani**  
**Company Secretary & Compliance Officer**  
**ACS 54009**



Encl: As stated above

**Compliance Report on Corporate Governance**

**1. Name of Listed Entity: Naga Dhunseri Group Limited**

**2. Quarter Ending: 30th September, 2019**

| Title (Mr./ Ms.) | Name of the Director  | PANS & DIN                      | Category (Chairperson / Executive/ Non-Executive/ independent/ Nominee)& | Initial Date of Appointment | Date of re-appointment | Date of Cessation | Tenure*   | Date of Birth | No. of Directorship in listed entities including this listed entity (Refer Regulation 17A (1) of Listing Regulations) | No. of Independent Directorship in Listed entities including this Listed Entities (in reference to proviso Regulation 17A(1)) | No. of Memberships in Audit / Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) Note 1 | No. of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) |
|------------------|-----------------------|---------------------------------|--|-----------------------------|------------------------|-------------------|-----------|---------------|---|---|--|--|
| Mr.              | Chandra Kumar Dhanuka | PAN-ADGPD0857K<br>DIN-00005684  | Non-Executive Chairman / Promoter  | 31.08.1974                  | 31.08.1974             | -                 | -         | 19.01.1954    | 7   | 2   | 10   | 2  |
| Mr.              | Mrigank Dhanuka       | PAN-ADLPD0161H<br>DIN-00005666  | Non-Executive / Non-Independent  | 31.01.2003                  | 22.07.2019             | -                 | -         | 12.08.1980    | 5   | 0   | 1  | 0  |
| Mrs.             | Aruna Dhanuka         | PAN-ADQPD2489R<br>DIN -00005677 | Non-Executive / Non-Independent  | 31.10.2005                  | 10.02.2017             | -                 | -         | 05.09.1959    | 4   | 0   | 3  | 0  |
| Mr.              | I.K. Kejriwal         | PAN-AFOPK9138E<br>DIN-00012320  | Independent / Non-Executive  | 23.05.1977                  | 01.10.2014             | -                 | 60 months | 14.10.1932    | 1   | 1   | 1  | 0  |
| Mr.              | Rajeev Rungta         | PAN-ADJPR3786Q<br>DIN-00122221  | Independent / Non-Executive  | 31.01.2006                  | 01.10.2014             | -                 | 60 months | 10.08.1961    | 2   | 1   | 2  | 2  |
| Mr.              | G.R. Goenka           | PAN-ADPPG5980K<br>DIN-00133700  | Independent / Non-Executive  | 28.01.2009                  | 01.10.2014             | -                 | 60 months | 02.09.1936    | 2   | 1   | 3  | 0  |

Whether Regular Chairperson appointed- Yes

Whether Chairperson is related to Managing Director or CEO-No

<sup>§</sup> PAN number of any director would not be displayed on the website of Stock Exchange

<sup>&</sup> Category of directors means Executive / Non-Executive / Independent / Nominee. if a director fits into more than one category write all categories separating them with hyphen

<sup>\*</sup> To be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

Note 1: No. of Memberships in Audit / Stakeholder Committee also includes the Chairmanship.

## II. Composition of Committees

| Name of Committee                      | Whether regular Chairperson Appointed | Name of Committee Members | Category (Chairperson / Executive / Non-Executive / Independent / Nominee) & | Date of Appointment | Date of Cessation |
|--|---------------------------------------|---------------------------|--|---------------------|-------------------|
| 1. Audit Committee                     | Yes                                   | Rajeev Rungta             | Chairperson / Non- Executive, Independent                                    | 30.10.2006          | -                 |
|  |                                       | I.K. Kejriwal             | Non- Executive, Independent  | 30.10.2006          | -                 |
|  |                                       | G.R. Goenka               | Non- Executive, Independent  | 28.01.2009          | -                 |
|  |                                       | C. K. Dhanuka             | Non-Executive, Non- Independent  | 30.05.2017          | -                 |
| 2. Nomination & Remuneration Committee | Yes                                   | I.K. Kejriwal             | Chairperson / Non- Executive, Independent                                    | 28.01.2009          | -                 |
|  |                                       | Rajeev Rungta             | Non- Executive, Independent  | 28.01.2009          | -                 |
|  |                                       | G.R. Goenka               | Non- Executive, Independent  | 28.01.2009          | -                 |
| 3. Stakeholders Relationship Committee | Yes                                   | Rajeev Rungta             | Chairperson / Non- Executive, Independent                                    | 13.11.2014          | -                 |
|  |                                       | Aruna Dhanuka             | Non- Executive, Non- Independent   | 30.01.2014          | -                 |
|  |                                       | Mrigank Dhanuka           | Non-Executive, Non- Independent  | 30.01.2014          | -                 |

Category of directors means Executive / Non-Executive / Independent / Nominee. If a director fits into more than one category write all categories separating them with hyphen.

**Note:** The Board decided to dissolve the Risk Management Committee as the same is not applicable as per the Companies Act, 2013, SEBI (LODR) Regulations, 2015 and RBI - Non-Banking Financial Companies – Corporate Governance (Reserve Bank) Directions, 2015.

## III. Meeting of Board of Directors

| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter | Whether requirement of Quorum met* | Number of Directors present* | Number of independent directors present* | Maximum gap between any two consecutive meetings (in number of days) |
|---|---|------------------------------------|------------------------------|--|--|
| 29.05.2019  | 29.08.2019  | Yes                                | 5                            | 3  | 91   |

## IV. Meeting of Committees

| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details)* | Number of Directors present* | Number of independent directors present* | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings (in number of days)* |
|---|--|------------------------------|--|---|---|
| Audit Committee 29.08.2019                                  | Yes  | 4                            | 3  | 29.05.2019  | 91  |

\* This information has to be mandatorily be given for Audit Committee, for rest of the committees giving the information is optional.

\*\*to be filled in only for the current quarter meetings

## V. Related Party Transactions

| Subject  | Compliance Status (Yes/No/NA) <small>refer note below</small> |
|--|---|
| Whether prior approval of audit committee obtained   | N.A.  |
| Whether shareholder approval obtained for material RPT   | N.A.  |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | N.A.  |

Note

- In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- If status is "No" details of non-compliance may be given here.

**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**

2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.

- a. Audit Committee - **Yes**
- b. Nomination & Remuneration Committee - **Yes**
- c. Stakeholders Relationship Committee - **Yes**
- d. Risk Management Committee (applicable to the top 100 listed entities) - **NA**

3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. - **Yes**

4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. - **Yes**

5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: **Nil**

For Naga Dhunseri Group Limited


*Chitra Thakwani.*

**Chitra Thakwani**  
**Company Secretary & Compliance Officer**  
**ACS 54009**



Note: Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

Details submitted by listed entity at the end of 6 months after end of Financial Year along-with second quarter's report of next Financial Year

| <b>I Affirmations</b>  |                                      |   |
|--|--------------------------------------|---|
| <b>Broad heading</b>   | <b>Regulation Number</b>             | <b>Compliance status (Yes/No/NA)</b> refer note below   |
| Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website   | 46(2)                                | Yes<br>(Business Responsibility Report is not applicable to the Company and hence not uploaded on the Company's website.)   |
| Presence of Chairperson of Audit Committee at the Annual General Meeting   | 18(1)(d)                             | Yes<br>Mr. Rajeev Rungta, Chairman of the Audit Committee was present in the Annual General Meeting.                        |
| Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting   | 19(3)                                | Yes<br>Mr. I. K. Kejriwal, Chairman of the Nomination and remuneration Committee was present in the Annual General Meeting. |
| Presence of Chairperson of the Stakeholder Relationship Committee at the Annual General Meeting  | 20(3)                                | Yes<br>Mr. Rajeev Rungta, Chairman of the Stakeholder Relationship Committee was present in the Annual General Meeting.     |
| Whether "Corporate Governance Report" disclosed in Annual Report   | 34(3) read with para C of Schedule V | Yes   |
| <b>Note</b>  |                                      |   |
| <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p> |                                      |   |
| <p><i>Chitra Thakwani.</i></p> <p><b>Name:</b> Chitra Thakwani<br/><b>Designation:</b> Company Secretary &amp; Compliance Officer<br/>ACS 54009</p>   |                                      |   |